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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DEBTORS' AND SHAREHOLDER  
PROONENTS' JOINT OBJECTIONS TO  
PLAN OBJECTORS' CONFIRMATION  
HEARING EXHIBITS**

Pursuant to this Court's *Order Establishing Confirmation Hearing Protocol* [Dkt. No. 7182], PG&E Corporation ("**PG&E Corp.**") and Pacific Gas and Electric Company (the "**Utility**"), as debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**") and the Shareholder Proponents hereby submit their objections to exhibits that other parties have identified for the hearing to consider confirmation of the *Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020* [Docket No. 6320] (as amended on May 22, 2020 [Docket No. 7521], and as it may be amended, modified or supplemented from time to time, and together with any exhibits or schedules thereto, the "**Plan**"), and reserve all rights to assert additional grounds for objection.<sup>1</sup> The following is a list of all exhibits identified by parties who have objected to the Plan. The Plan Proponents' objection(s), if any, to a particular exhibit are listed in the "Basis for Objection" column:

Exhibit	Basis for Objection
<b>A. Adventist Health, AT&amp;T, Paradise Entities and Comcast's Exhibit List [ECF No. 7405]</b>	
1. The Fire Victim Trust Agreement (with all Exhibits, including the Fire Victim Claims Resolution Procedures attached as Exhibit D to the Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 [Dkt. No. 7037])	-
2. The Transcript of the May 15, 2020 hearing on the Objection	-
3. The Transcript of the December 17, 2020 hearing on Debtors' Motion Pursuant to 11 U.S.C. Sections 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors and TCC to Enter into Restructuring Support Agreement with the TCC, Consenting Fire Claimant Professionals, and Shareholder Proponents and (II) Granting Related Relief [# 5038]	-

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Plan.

Exhibit	Basis for Objection
<b>B. Black &amp; Veatch Construction, Inc. and Black and Veatch Corporation's Exhibit List</b> [ECF No. 7391]	
1. Program Management Agreement (also Known as Master Service Agreement) dated March 31, 2010 (Contract No. 4400004265) between Black & Veatch Corp. and Pacific Gas and Electric Company and any amendments thereto	Relevance: Not a Plan Objection (Relates to Cure Amount)
2. Contract No. 4400009280 dated August 31, 2015 between BVCOR and PG&E and any amendments thereto	Relevance: Not a Plan Objection (Relates to Cure Amount)
3. Contract No. C10500 dated August 31, 2018 between BVCOR and PG&E and any amendments thereto	Relevance: Not a Plan Objection (Relates to Cure Amount)
4. Contract No C12959 dated December 28, 2018 between BVCOR and PG&E and any amendments thereto	Relevance: Not a Plan Objection (Relates to Cure Amount)
5. Master Services Agreement: C747 (formerly 4400010155), which was executed on or about September 14, 2017 between Black & Veatch Construction, Inc. and PG&E and any amendments thereto	Relevance: Not a Plan Objection (Relates to Cure Amount)
6. BVCOR's September 17, 2019 Proof of Claim No. 8959 in the amount of \$1,087,758.72	Relevance: Not a Plan Objection (Relates to Cure Amount)
7. BVCOR's September 27, 2019 Proof of Claim No. 10053 in the amount of \$21,854.96	Relevance: Not a Plan Objection (Relates to Cure Amount)
8. BVCOR's September 17, 2019 Proof of Claim No. 9024 in the amount of \$4,399,650.00	Relevance: Not a Plan Objection (Relates to Cure Amount)
9. BVCI's October 7, 2019 Proof of Claim No. 16931 in the amount of \$15,303,317.72	Relevance: Not a Plan Objection (Relates to Cure Amount)
10. Declaration of Jun Yang dated May 15, 2020	Relevance: Not a Plan Objection (Relates to Cure Amount)
11. Exhibit 1 to Declaration of Jun Yang dated May 15, 2020	Relevance: Not a Plan Objection (Relates to Cure Amount)

Exhibit	Basis for Objection
<b>C. California Franchise Tax Board's Exhibit List [ECF No. 7402]</b>	
1. FTB's Claim No. 63369	-
2. FTB's Claim No. 63619	-
<b>D. California State Agencies' Exhibit List [ECF No. 7398]</b>	
CSA-1. Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 [ECF No. 6320]	-
CSA-2. Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts—Exhibit B to Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 [ECF No. 7037, pgs. 13-1798]	-
CSA-3. Fire Victim Trust Agreement—Exhibit D to Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 [ECF No. 7037, pgs. 1857-1900]	-
CSA-4. Fire Victim Claims Resolution Procedures—Exhibit 2 to Exhibit D to Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 [ECF No. 7037, pgs. 1902-1932]	-
CSA-5. California State Agency Settlement Agreement—Exhibit B to Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving Settlements with Federal and State Agencies of Governmental Agency Fire Claims, and (II) Granting Related Relief [ECF No. 6940-2]	-
CSA-6. Letter dated December 13, 2019, from Governor Newsom to Debtors CEO [ECF No. 5138-1]	Relevance
CSA-7. Order Confirming Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for Pacific Gas and Electric Company Proposed by Pacific Gas and Electric Company, PG&E Corporation and the Official Committee of Unsecured Creditors Dated July 31, 2003, as Modified [Docket No. 14272], entered on December 22, 2003, at 12:21-13:3, in <i>In re Pacific Gas and Electric Company</i> , Case No. 01-30923 DM (Bankr. N.D. Cal.)	Relevance
CSA-8. California Department of Water Resources, by and through its California Energy Resources Scheduling Division, Amended Claim No. 66196 filed on October 19, 2019.	-

Exhibit	Basis for Objection
CSA-9. Southern San Joaquin Valley Information Center, CSU Bakersfield Proof of Claim No. 4372.	-
CSA-10. California State University, Stanislaus Proof of Claim No. 10041.	-
CSA-11. <sup>2</sup> Covenant to Restrict Use of Property-Environmental Restriction, Recorded 10-17-2002, County of San Mateo	Relevance
CSA-12. FERC Project No. 2106 Order Modifying License Article	Relevance
<b>E. Certain Fire Victim Claimants' Exhibit List [ECF No. 7411]</b>	
<del>1. Documents which reflect that before the Official Committee of Tort Claimants (TCC) and PG&amp;E entered into a Restructuring Support Agreement ("RSA"), Elliott Management Corporation ("Elliott") offered \$13.5 billion, all cash, to Fire Victims, including the Tubbs claims, plus an additional \$150 million for the Ghost Ship fire victims, including but not limited to a letter from Elliott to Gov. Gavin Newsom</del>	Exhibit Withdrawn by Counsel
2. Restructuring Support Agreement [DKT 3992-1] to Debtors' Motion Pursuant to 11 U.S.C. sections 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors to Enter into Restructuring Support Agreement with the Consenting Subrogation Claimholders, (II) Approving the Terms of Settlement with Such Consenting Subrogation Claimholders, Including the Allowed Subrogation Amount, and (III) Granting Related Relief, filed 09/24/2019 [DKT 3992]	-
<del>3. Restructuring Support Agreement (RSA) re Fire Victim Claimants dated December 4, 2019; and Draft Summary of Terms Relevant to Treatment of Non-Subrogation Wildfire Claims dated December 4, 2019</del>	Exhibit Withdrawn by Counsel
<del>4. Restructuring Support Agreement (RSA) re Fire Victim Claimants dated December 6, 2019; and Summary of Terms Relevant to Treatment of Non-Subrogation Wildfire Claims dated December 6, 2019</del>	Exhibit Withdrawn by Counsel
5. Restructuring Support Agreement dated December 6, 2019, between the TCC, certain Consenting Fire Claimant Professionals, Shareholder Proponents, and the Debtors [Bankr. Dkt. 5038-1] (the "Tort Claimant RSA")(Exhibit A to the "Tort Claimant RSA Motion", Dkt. 5038]	-
6. The Restructuring Support Agreement dated on or about September 24, 2019, between certain Consenting Creditors and the Debtors (the	-

<sup>2</sup> For CSA-11 and CSA-12, although requested, these documents were not provided to the Plan Proponents. The Plan Proponents reserve the right to assert additional objections to these documents.

Exhibit	Basis for Objection
“Subrogation Claimant RSA”) filed by Debtors on 9/24/2019. [Bankr. Dkt. 3992-1]	
7. Notice of Fourth Amendment to Amended and Restated Restructuring Support Agreement with Subrogation Claimants, filed by Debtors on 12/10/2019 [DKT 5063]	-
<del>8. The agreement between the Debtors and counsel for the <i>Tubbs Fire</i> preference cases, in which the <i>Tubbs Fire</i> preference cases would be settled for an undisclosed amount, which would become liquidated claims and paid in cash from the Fire Victims’ Trust Fund</del>	Exhibit Withdrawn by Counsel
9. Letter dated December 13, 2019 from Gov. Gavin Newsom to PG&E Corporation regarding Draft Amended Plan of Reorganization for PG&E Corporation and Pacific Gas and Electric Company	Relevance
10. Tort Claimants RSA Amendment [DKT 5143.1] to Debtor’s Notice of Filing of Amendment to Tort Claimants Restructuring Support Agreement (RSA), filed on 12-16-2019) [DKT 5143]	-
11. Fire Victim Trust Agreement and Claims Resolution Procedures[DKT 7037] exhibited to Debtors’ Notice Regarding Filing of Plan Supplement in Connection with Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated March 16, 2020, filed 05/01/2020 [DKT 7037]	-
<del>12. Restructuring Support Agreement (RSA) between Debtors and the Ad Hoc Committee of Senior Unsecured Noteholders, and amendment(s) thereto.</del>	Exhibit Withdrawn by Counsel
<del>13. <i>Napa Cal Fire Merged Report</i>, including parcel numbers, prepared September 17, 2019 by Michael Kasoulas.</del>	Exhibit Withdrawn by Counsel
<del>14. <i>Nuns Fire Napa Sonoma with Structure, Square Footage and Lot Size</i>, including parcel numbers, prepared July 2019.</del>	Exhibit Withdrawn by Counsel
<del>15. <i>Cal Fire Butte, with Square Footage, Lot Size</i>, including parcel numbers, dated July 1, 2019.</del>	Exhibit Withdrawn by Counsel
16. Objection of the Official Committee of Tort Claimants to Confirmation of Debtors and Shareholder Proponents Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 [DKT 7306]	-
17. Declaration of David J. Richardson in Support of Objection of the Official Committee of Tort Claimants to Confirmation of Debtors and Shareholder Proponents Joint Chapter 11 Plan of Reorganization Dated	<i>See infra</i> Responses to TCC Exhibits (§ F.I)



Exhibit	Basis for Objection
March 16, 2020 (RE: related document(s)7306 Objection to Confirmation of the Plan), and Exhibits A-U thereto, filed 05/15/2020U [DKT 7307] <sup>3</sup>	
18. Declaration of Jerry R. Bloom in Support of Objection of the Official Committee of Tort Claimants to Confirmation of Debtors and Shareholder Proponents Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 (RE: related document(s)7306 Objection to Confirmation of the Plan). Filed by Creditor Committee Official Committee of Tort Claimants, and Exhibits A-D, filed 05/15/2020. [DKT 7331]	Relevance; Hearsay
19. Declaration of David J. Richardson in Support of Response of the Official Committee of Tort Claimants to Debtors Motion Pursuant to 11 U.S.C. §§ 105(A) and 502(C) to Establish Estimated Amount of Fire Victim Claims for All Purposes of the Chapter 11 Cases Filed 04/02/2020 ([KT 296]) [No. 3:19-cv-052257-JD]	Relevance; Hearsay;
20. Objection re Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 502(c) to Establish Estimated Amount of Fire Victim Claims for All Purposes of the Chapter 11 Cases) filed by Claimant Karen Roberds, et al. (Attachments: # 1 Declaration of Francis O. Scarpulla); filed 04/03/2020 [DKT 306] [No. 3:19-cv-052257-JD]	Relevance; Hearsay
21. Declaration of Eric Lowrey in Support of Objection by Certain Fire Victims to Debtors' Motion Pursuant to 11 U.S.C. 105(A) and 502(C) to Establish Amount of Fire Victim Claims for All Purposes of the Chapter 11 Cases, filed 04/03/2020 [DKT 307] [No. 3:19-cv-052257-JD]	Relevance; Hearsay; Unqualified expert
22. Status Conference Statement of Many Fire Victims Re Voting Procedure Irregularities by Individual Fire Victim Creditors. (Attachments: # 1 Exhibit 1, # 2 Exhibit 2, # 3 Exhibit 3, # 4 Exhibit 4, # 5 Exhibit 5, filed 04/27/2020 [DKT 342] [No. 3:19-cv-052257-JD]	Relevance; Hearsay
23. Objections of William B. Abrams to Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 502(c) to Establish Estimated Amount of Fire Victim Claims for All Purposes of the Chapter 11 Cases; filed 04/30/2020 [DKT 354] [No. 3:19-cv-052257-JD]	Relevance; Hearsay
<b>F. Official Committee of Tort Claimants' Exhibit List [ECF No. 7408]</b>	
I. All documents that are filed as exhibits to the Declaration of David J. Richardson, filed in this Court on May 15, 2020 [ECF No. 7322] [( <b>"Richardson Declaration"</b> ) <sup>4</sup> ]	

<sup>3</sup> This document is incorrectly identified as appearing at docket no. 7307. The correct docket reference number is 7322.

<sup>4</sup> Although the TCC's exhibit list identifies "[a]ll documents that are filed as exhibits to the" Richardson Declaration, their exhibit list omits references to certain Richardson Declaration Exhibits.

Exhibit	Basis for Objection
<p>A. The Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors and TCC to Enter into Restructuring Support Agreement with the TCC, Consenting Fire Claimant Professionals, and Shareholder Proponents, and (II) Granting Related Relief [Bankr. ECF No. 5038] (the "<b>Settlement Motion</b>"), which attaches as Dkt. 5038-1 a true and correct copy of the <i>Restructuring Support Agreement</i> dated December 6, 2019, between the TCC, the Debtors, certain law firms representing individuals holding approximately 70% in number of the prepetition fire claims filed against the Debtors (the "<b>Consenting Fire Claimant Professionals</b>"), and certain funds and accounts managed by Abrams Capital Management, LP and Knighthead Capital Management, LLP (the "<b>Shareholder Proponents</b>") (the "<b>RSA</b>"), ECF-marked pages 40-52 of which are the Term Sheet that establishes the original terms of the parties' settlement under the RSA (the "<b>Settlement</b>")</p>	-
<p>B. The <i>First Amendment to Restructuring Support Agreement</i> [Dkt. 5143], dated December 16, 2019</p>	-
<p>C. The Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors and TCC to Enter into Restructuring Support Agreement with the TCC, Consenting Fire Claimant Professionals, and Shareholder Proponents, and (II) Granting Related Relief [Dkt. No. 5174]</p>	-
<p>D. The Debtors' Motion Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving Case Resolution Contingency Process and (II) Granting Related Relief [Bankr. Dkt. 6398]</p>	-

The Plan Proponents reserve all rights to object to Exhibit J of the Richardson Declaration, which is the *Notice of Official Committee of Tort Claimants' Reservation of Rights re Debtors' Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 6, 2020 on May 4, 2020* [ECF No. 7057], whether it is sought to be introduced or used at the Confirmation Hearing by the TCC or any other party. The Plan Proponents do not object to Exhibit R of the Richardson Declaration (Decision Approving Proposed Settlement Agreement with Modifications released on the California Public Utilities Commission website in Investigation 19-06-015 on or about May 7, 2020).



Exhibit	Basis for Objection
E. The Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors to Enter into Restructuring Support Agreement with the Consenting Subrogation Claimholders, (II) Approving the Terms of Settlement with such Consenting Subrogation Claimholders, including the Allowed Subrogation Claim Amount, and (III) Granting Related Relief filed in the Cases on September 24, 2019 [Bankr. Dkt. 3992] and <u>Exhibit A</u> thereto, which is the Restructuring Support Agreement dated on or about September 24, 2019, between certain Consenting Creditors and the Debtors [Bankr. Dkt. 3992-1]	-
F. The Declaration of Homer Parkhill in Support of the Ad Hoc Group of Subrogation Claim Holders' Statement in Support of the Subrogation Settlement and RSA Motion, filed in the Bankruptcy Court on October 21, 2019 [Bankr. Dkt. 4348-2]	-
G. This Court's Amended Order Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 (I) Approving Case Resolution Contingency Process and (II) Granting Related Relief [Dkt. No. 6937], entered April 24, 2020	-
H. The Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters and (III) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims filed in the Debtors' Cases on March 2, 2020 [Dkt. 6013]	-
I. The Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 6, 2020, filed on March 6, 2020 [Dkt. No. 7037], and all exhibits thereto <sup>5</sup>	-
J. The Debtors' Joint Chapter 11 Plan of Reorganization dated November 4, 2019, filed in the Debtors' Cases on November 4, 2019 [Dkt. No. 4563]	-

<sup>5</sup> The Plan Supplement include exhibits I, K, T, and U to the Richardson Declaration.

Exhibit	Basis for Objection
K. This Court's <i>Order Pursuant to 11 U.S.C. §§ 502(b)(9) and 105(a), Fed. R. Bankr. P. 2002, 3003(c)(3), 5005, and 9007, and L.B.R. 3003-1 (I) Establishing Deadline for Filing Proofs of Claim, (II) Establishing the Form and Manner of Notice Thereof, and (III) Approving Procedures for Providing Notice of Bar Date and Other Information to All Creditors and Potential Creditors</i> , filed and entered in the Debtors' Cases on July 1, 2019 [Dkt. No. 2806]	-
L. This Court's <i>Order Extending Bar Date for Fire Claimants and Appointing Claims Representative</i> , filed and entered in the Debtors' Cases on November 11, 2019 [Dkt. No. 4672]	-
M. A letter brief filed with this Court on April 29, 2020 [Dkt. No. 6982] by counsel for the Public Employees Retirement Association of New Mexico	-
N. A letter brief filed with this Court on May 1, 2020 [Dkt. No. 7048], by counsel for the Debtors	-
O. The Transcript of Proceedings before the Honorable Dennis Montali, United States Bankruptcy Judge, in Case 19-30088, on May 6, 2020, at 1:30 p.m.	-
P. A Press Release issued by the California Public Utilities Commission, dated May 7, 2020, entitled "CPUC Penalized PG&E \$2 billion for 2017 and 2018 Wildfires."	Relevance; Hearsay; Foundation
II. Declaration of Jerry Bloom (including all exhibits) [ECF No. 7331]	Relevance
A. The Debtors' opening testimony filed on January 31, 2020 in the CPUC's Investigation No. 19-09-016 (the "OII")	-
B. Opening Comments filed on May 11, 2020, by the City of San Jose in the OII	Relevance; Hearsay
C. Letter brief filed on May 11, 2020, by 11 Majors and Supervisors in the OII	Relevance; Hearsay
D. Letter brief filed on May 14, 2020, by the Debtors in the OII	Relevance
E. Letter brief filed by the Utility Reform Network on May 14, 2020, in the OII	Relevance; Hearsay
III.A. Exhibit 1 to the objection to Plan Confirmation filed by the TCC on May 15, 2020 as <b>Dkt. No. 7306</b> , which is the TCC's proposed Schedule of Assigned Rights and Causes of Action	-

Exhibit	Basis for Objection
<b>G. Official Committee of Tort Claimants' Additional Exhibit List [ECF No. 7513]</b>	
I.1. The signature page to the First Amendment to Restructuring Support Agreement, signed by Francis Scarpulla, that is Exhibit A to the Declaration of Lauren T. Attard, filed on May 22, 2020	-
<b>H. Patricia Garrison's Exhibit List [ECF No. 7562]</b>	
Garrison Ex. 1. Sixth Amended Verified Statement of the Ad Hoc Group of Subrogation Claim Holders Pursuant to Bankruptcy Rule 2019 (Doc. 5907)	Relevance
Garrison Ex. 2. Fifth Amended Verified Statement of Jones Day Pursuant to Federal Rule of Bankruptcy Procedure 2019 (Doc. 5142)	Relevance
Garrison Ex. 3. Second Amended Verified Statement Of The Ad Hoc Committee Of Senior Unsecured Noteholders Pursuant To Bankruptcy Rule 2019 (Doc. 4369)	Relevance
Garrison Ex. 4. "Klarman's Baupost Poised to Cash in on PG&E Insurance Bet," Wall Street Journal, Sept. 13, 2019.	Relevance; Hearsay; Foundation
Garrison Ex. 5. Master Complaint – Individual Plaintiffs, JCCP 4955	Relevance; Hearsay
Garrison Ex. 6. Master Complaint – Subrogation Plaintiffs, JCCP 4955	Relevance; Hearsay
Garrison Ex. 7. Public Entity Master Complaint, JCCP 4955	Relevance; Hearsay
<b>I. Securities Lead Plaintiff's Exhibit List [ECF No. 7407]</b>	
SP-001. Lead Plaintiffs' First Set of Document Demands to the Debtors in Connection with Confirmation of the Plan	Relevance;
SP-002. Email from Richard Slack to Randy Michelson, dated 05/14/2020 10:09 PM, re: Document Requests	Relevance
SP-003. Email from Randy Michelson to Richard Slack, dated 5/18/2020 2:25 PM, re: Document Requests	Relevance

Exhibit	Basis for Objection
<b>J. South San Joaquin Irrigation District's Exhibit List [ECF No. 7383]</b>	
A. Declaration of Mia S. Brown in support of the Objection (Docket No. 7364), which was filed on May 15, 2020	Relevance: Not a Plan Objection (Relates to Cure Amount)
B. All of the exhibits, which are identified in the Request for Judicial Notice (Docket No. 7274) ("ORJN"), which the District filed in support of the Objection, including:	Relevance: Not a Plan Objection (Relates to Cure Amount); Hearsay
1. The District's Amended Proof of Claim (Claim No. 98548), a true and correct copy of which is attached to the ORJN as Exhibit A	Relevance: Not a Plan Objection (Relates to Cure Amount)
2. Declaration of Peter Rietkerk (Docket No. 6081), which was filed in support of the District's motion for relief from stay District's motion for relief from stay (Docket No. 6078) ("MRAS"); a true and correct copy of that declaration is attached to the ORJN as Exhibit B	Relevance: Not a Plan Objection (Relates to Cure Amount); Hearsay
3. Declaration of Peggy O'Laughlin (Docket No. 6082), which was filed in support of the MRAS; a true and correct copy of that declaration is attached to the ORJN as Exhibit C	Relevance: Not a Plan Objection (Relates to Cure Amount); Hearsay
4. Request for Judicial Notice ("RJN"), which was filed in support of the MRAS; a true and correct copy of the RJN is attached to the ORJN as Exhibit D	Relevance: Not a Plan Objection (Relates to Cure Amount);
5. First Amended Complaint to Determine Validity and for Declaratory Relief; and Verified Petition for Writ of Mandate in PG&E v. San Joaquin Local Agency Formation Commission (February 25, 2015) (without exhibits), a true and correct copy of which is attached to the RJN as Exhibit 1 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount); Hearsay
6. Order on PG&E's Motion for Summary Adjudication No. 1 (March 7, 2016), a true and correct copy of which is attached to the RJN as Exhibit 2 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount)
7. Order on PG&E's Motion for Summary Adjudication No. 2 (March 7, 2016), a true and correct copy of which is attached to the RJN as Exhibit 3 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount)
8. Judgment After Court Trial in LAFCo Action (October 31, 2017), a true and correct copy of which is attached to the RJN as Exhibit 4 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount)

Exhibit	Basis for Objection
9. Third District Court of Appeal – Docket for Case No. C086008, a true and correct copy of which is attached to the RJN as Exhibit 5 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount)
10. Complaint in Eminent Domain (July 7, 2016), a true and correct copy of which is attached to the RJN as Exhibit 6 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount); Hearsay
11. Judgment in Eminent Domain Action (January 16, 2018), a true and correct copy of which is attached to the RJN as Exhibit 7 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount)
12. Third District Court of Appeal – Docket for Case No. C086319, a true and correct copy of which is attached to the RJN as Exhibit 8 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount)
13. The District’s Resolution of Necessity No. 16-05-E (without exhibits), a true and correct copy of which is attached to the RJN as Exhibit 9 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount)
14. Excerpts of the District’s Staff Report Resolution of Necessity Hearing for SSJID’s Retail Electric Project - - Property Acquisition (Excerpts), a true and correct copy of which is attached to the RJN as Exhibit 10 to the RJN	Relevance: Not a Plan Objection (Relates to Cure Amount); Hearsay
C. Appendix of Plan Excerpts filed in Support of the Objection (Docket No. 7267), which was filed on May 15, 2020	-
<b>K. U.S. Telepacific Corp. dba TPX Communications’ Exhibit List [ECF No. 7390]</b>	
1. March 11, 2015, Master Service Agreement (the “MSA”) and an Addendum to Master Service Agreement (“Addendum”) entered into between U.S TelePacific and Pacific Gas and Electric Company doing business as PG&E Corporation to provide high quality and extensive IDM, internet and related services. Filed as <u>Exhibit 1</u> to Declaration Jeffrey Neal, Dkt. 7301-1	Relevance: Not a Plan Objection (Relates to Cure Amount)
2. August 17, 2018 Addendum to the Telecommunications Account Agreement – Multi-Location Renewal (the “Renewal”) entered into between U.S. TelePacific and PG&E Corporation, acting on PG&E Corporation’s behalf and on behalf of Pacific Gas and Electric Corporation (the original customer). Filed as <u>Exhibit 2</u> to Declaration Jeffrey Neal, Dkt. 7301-1	Relevance: Not a Plan Objection (Relates to Cure Amount)
3. January 31, 2019 invoice showing the balance due to U.S. TelePacific in the amount of \$108,749.87. Filed as <u>Exhibit 3</u> to Declaration Jeffrey Neal, Dkt. 7301-1	Relevance: Not a Plan Objection (Relates to Cure Amount)

Exhibit	Basis for Objection
4. U.S. TelePacific's spreadsheet showing calculation of the total cure amount as of May 15, 2020 is \$172,402.21. A true and correct copy is attached hereto as <b>Exhibit 4</b> .	Relevance: Not a Plan Objection (Relates to Cure Amount)
<b>L. William B. Abrams's Amended Exhibit List [ECF No. 7500]</b>	
1. CPUC, Proceeding I.19-09-016 Hearing Transcript 2/25/2020	-
2. CPUC, Proceeding I.19-09-016 Hearing Transcript 2/26/2020	-
3. CPUC, Proceeding I.19-09-016 Hearing Transcript 2/27/2020	-
4. CPUC, Proceeding I.19-09-016 Hearing Transcript 2/28/2020	-
5. CPUC, Proceeding I.19-09-016 Hearing Transcript 3/2/2020	-
6. <a href="https://www.citizensjournal.us/governors-budget-will-assist-firefighter-efforts-during-fire-season/">https://www.citizensjournal.us/governors-budget-will-assist-firefighter-efforts-during-fire-season/</a>	Relevance; Hearsay; Foundation
7. <a href="https://news.bloomberglaw.com/environment-and-energy/california-regulator-cites-flaws-in-pg-e-wild-fire-reduction-work?context=search&amp;index=0&amp;utm_medium=">https://news.bloomberglaw.com/environment-and-energy/california-regulator-cites-flaws-in-pg-e-wild-fire-reduction-work?context=search&amp;index=0&amp;utm_medium=</a>	Relevance; Hearsay; Foundation
8. <a href="https://apnews.com/6d3577f99acab60bea99c26296a07947">https://apnews.com/6d3577f99acab60bea99c26296a07947</a>	Relevance; Hearsay; Foundation
9. <a href="https://www.utilitydive.com/news/it-doesnt-get-much-tougher-advocates-question-move-to-new-pge-ceo-amid/576584/">https://www.utilitydive.com/news/it-doesnt-get-much-tougher-advocates-question-move-to-new-pge-ceo-amid/576584/</a>	Relevance; Hearsay; Foundation
10. <a href="https://www.bloomberg.com/news/articles/2020-05-21/pg-e-gets-u-s-backing-for-delay-of-strict-fire-safety-demands">https://www.bloomberg.com/news/articles/2020-05-21/pg-e-gets-u-s-backing-for-delay-of-strict-fire-safety-demands</a>	Relevance; Hearsay; Foundation
11. <a href="https://www.courthousenews.com/pge-wages-dual-legal-war-on-new-probation-terms/">https://www.courthousenews.com/pge-wages-dual-legal-war-on-new-probation-terms/</a>	Relevance; Hearsay; Foundation



Exhibit	Basis for Objection
12. [Dkt. 7322] Declaration of David Richardson	<i>See supra</i> Responses to TCC Exhibits (§ F.I)
13. [Dkt. 7326] Declaration of Brent C. Williams	Hearsay if Mr. Williams does not testify for TCC
14. PG&E Motion for Official Notice of Documents or, in the Alternative, to Accept Documents as Late-Filed Exhibits	-
15. Declaration of Steven Campora, October 30, 2019	Relevance; Hearsay
16. [Dkt. 1113] Declaration of Steven Campora, April 9, 2019	Relevance; Hearsay
17. [Dkt. 2643] Declaration of Shai Waisman, CEO Primeclerk	Relevance; Hearsay
<b>M. Wilmington Trust, National Association's Exhibit List [ECF No. 7410]</b>	
1. Second Amended and Restated Credit Agreement among PG&E Corporation as borrower and the agents and lenders thereunder, dated as of April 27, 2015, filed as <b>Exhibit A</b> to <i>Wilmington Trust, National Association's Motion for an Order Allowing Proofs of Claim Nos. 31005 and 55147 and Requiring Plan Treatment Consistent Therewith, and Memorandum of Points and Authorities In Support</i> [Doc. No. 6529]	Relevance
2. E-mail correspondences between J. Liou (Debtors' counsel) and L. Crowley (Wilmington Trust's counsel) regarding amendments to Plan, attached hereto as <b>Exhibit B</b>	Relevance; Best evidence rule / parole evidence

Dated: May 25, 2020  
New York, New York

**WEIL, GOTSHAL & MANGES LLP**

**KELLER BENVENUTTI KIM LLP**

By: /s/ Theodore E. Tsekerides  
Theodore E. Tsekerides

*Attorneys for Debtors and Debtors in Possession*